

Fill in this information to identify your case:

United States Bankruptcy Court for the:

SOUTHERN DISTRICT OF TEXAS

Case number (if known) Chapter **11**☐ Check if this an amended filing

Official Form 201

Voluntary Petition for Non-Individuals Filing for Bankruptcy

4/16

If more space is needed, attach a separate sheet to this form. On the top of any additional pages, write the debtor's name and case number (if known). For more information, a separate document, *Instructions for Bankruptcy Forms for Non-Individuals*, is available.

1. Debtor's name	<u>Lockwood Holdings, Inc.</u>	
2. All other names debtor used in the last 8 years Include any assumed names, trade names and <i>doing business as</i> names		
3. Debtor's federal Employer Identification Number (EIN) <u>76-0139726</u>		
4. Debtor's address	Principal place of business <u>10002 Windfern Road</u> <u>Bldg. B</u> <u>Houston, TX 77064</u> Number, Street, City, State & ZIP Code <u>Harris</u> County	Mailing address, if different from principal place of business P.O. Box, Number, Street, City, State & ZIP Code Location of principal assets, if different from principal place of business Number, Street, City, State & ZIP Code
5. Debtor's website (URL) <u>https://www.lockwoodint.com/</u>		
6. Type of debtor	<input checked="" type="checkbox"/> Corporation (including Limited Liability Company (LLC) and Limited Liability Partnership (LLP)) <input type="checkbox"/> Partnership (excluding LLP) <input type="checkbox"/> Other. Specify: _____	

Debtor **Lockwood Holdings, Inc.**
Name

Case number (if known)

7. Describe debtor's business

A. Check one:

- ☐ Health Care Business (as defined in 11 U.S.C. § 101(27A))
- ☐ Single Asset Real Estate (as defined in 11 U.S.C. § 101(51B))
- ☐ Railroad (as defined in 11 U.S.C. § 101(44))
- ☐ Stockbroker (as defined in 11 U.S.C. § 101(53A))
- ☐ Commodity Broker (as defined in 11 U.S.C. § 101(6))
- ☐ Clearing Bank (as defined in 11 U.S.C. § 781(3))
- ☒ None of the above

B. Check all that apply

- ☐ Tax-exempt entity (as described in 26 U.S.C. § 501)
- ☐ Investment company, including hedge fund or pooled investment vehicle (as defined in 15 U.S.C. § 80a-3)
- ☐ Investment advisor (as defined in 15 U.S.C. § 80b-2(a)(11))

C. NAICS (North American Industry Classification System) 4-digit code that best describes debtor.
See <http://www.uscourts.gov/four-digit-national-association-naics-codes>.

5617**8. Under which chapter of the Bankruptcy Code is the debtor filing?**

Check one:

- ☐ Chapter 7
- ☐ Chapter 9

☒ Chapter 11. Check all that apply:

- ☐ Debtor's aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$2,566,050 (amount subject to adjustment on 4/01/19 and every 3 years after that).
- ☐ The debtor is a small business debtor as defined in 11 U.S.C. § 101(51D). If the debtor is a small business debtor, attach the most recent balance sheet, statement of operations, cash-flow statement, and federal income tax return or if all of these documents do not exist, follow the procedure in 11 U.S.C. § 1116(1)(B).
- ☐ A plan is being filed with this petition.
- ☐ Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b).
- ☐ The debtor is required to file periodic reports (for example, 10K and 10Q) with the Securities and Exchange Commission according to § 13 or 15(d) of the Securities Exchange Act of 1934. File the *attachment to Voluntary Petition for Non-Individuals Filing for Bankruptcy under Chapter 11* (Official Form 201A) with this form.
- ☐ The debtor is a shell company as defined in the Securities Exchange Act of 1934 Rule 12b-2.

☐ Chapter 12**9. Were prior bankruptcy cases filed by or against the debtor within the last 8 years?**☒ No.☐ Yes.

If more than 2 cases, attach a separate list.

District	_____	When	_____	Case number	_____
District	_____	When	_____	Case number	_____

10. Are any bankruptcy cases pending or being filed by a business partner or an affiliate of the debtor?☐ No☒ Yes.

List all cases. If more than 1, attach a separate list

Debtor	See Attachment	Relationship	_____
District	_____	When	_____
		Case number, if known	_____

Debtor **Lockwood Holdings, Inc.**
Name

Case number (if known)

11. Why is the case filed in this district?*Check all that apply:*

- ☒ Debtor has had its domicile, principal place of business, or principal assets in this district for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other district.
- ☒ A bankruptcy case concerning debtor's affiliate, general partner, or partnership is pending in this district.

12. Does the debtor own or have possession of any real property or personal property that needs immediate attention?☒ No☐ Yes.

Answer below for each property that needs immediate attention. Attach additional sheets if needed.

Why does the property need immediate attention? (*Check all that apply.*)☐ It poses or is alleged to pose a threat of imminent and identifiable hazard to public health or safety.

What is the hazard? _____

☐ It needs to be physically secured or protected from the weather.☐ It includes perishable goods or assets that could quickly deteriorate or lose value without attention (for example, livestock, seasonal goods, meat, dairy, produce, or securities-related assets or other options).☐ Other _____**Where is the property?** _____

Number, Street, City, State & ZIP Code

Is the property insured?☐ No☐ Yes. Insurance agency _____

Contact name _____

Phone _____

Statistical and administrative information**13. Debtor's estimation of available funds***Check one:*

- ☒ Funds will be available for distribution to unsecured creditors.
- ☐ After any administrative expenses are paid, no funds will be available to unsecured creditors.

14. Estimated number of creditors☒ 1-49☐ 50-99☐ 100-199☐ 200-999☐ 1,000-5,000☐ 5001-10,000☐ 10,001-25,000☐ 25,001-50,000☐ 50,001-100,000☐ More than 100,000**15. Estimated Assets**☐ \$0 - \$50,000☐ \$50,001 - \$100,000☐ \$100,001 - \$500,000☐ \$500,001 - \$1 million☐ \$1,000,001 - \$10 million☒ \$10,000,001 - \$50 million☐ \$50,000,001 - \$100 million☐ \$100,000,001 - \$500 million☐ \$500,000,001 - \$1 billion☐ \$1,000,000,001 - \$10 billion☐ \$10,000,000,001 - \$50 billion☐ More than \$50 billion**16. Estimated liabilities**☐ \$0 - \$50,000☐ \$50,001 - \$100,000☐ \$100,001 - \$500,000☐ \$500,001 - \$1 million☐ \$1,000,001 - \$10 million☐ \$10,000,001 - \$50 million☒ \$50,000,001 - \$100 million☐ \$100,000,001 - \$500 million☐ \$500,000,001 - \$1 billion☐ \$1,000,000,001 - \$10 billion☐ \$10,000,000,001 - \$50 billion☐ More than \$50 billion

Debtor **Lockwood Holdings, Inc.**
Name

Case number (if known)

Request for Relief, Declaration, and Signatures**WARNING** -- Bankruptcy fraud is a serious crime. Making a false statement in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.**17. Declaration and signature
of authorized
representative of debtor**

The debtor requests relief in accordance with the chapter of title 11, United States Code, specified in this petition.

I have been authorized to file this petition on behalf of the debtor.

I have examined the information in this petition and have a reasonable belief that the information is true and correct.

I declare under penalty of perjury that the foregoing is true and correct.

Executed on 01/18/2018
MM / DD / YYYY**X** /s/ Michael F. Lockwood

Signature of authorized representative of debtor

Michael F. Lockwood

Printed name

Title Chief Executive Officer**18. Signature of attorney** **X** /s/ Jason S. Brookner
Signature of attorney for debtorDate 01/18/2018
MM / DD / YYYY**Jason S. Brookner**
Printed name**Gray Reed & McGraw LLP**
Firm name**1300 Post Oak Blvd., Suite 2000**
Houston, TX 77056

Number, Street, City, State & ZIP Code

Contact phone 469-320-6132Email address jbrookner@grayreed.com**24033684 TX**

Bar number and State

Debtor **Lockwood Holdings, Inc.**
 Name _____

Case number (if known) _____

Fill in this information to identify your case:

United States Bankruptcy Court for the:

SOUTHERN DISTRICT OF TEXAS

Case number (if known) _____ Chapter **11**

☐ Check if this an amended filing

FORM 201. VOLUNTARY PETITION

Pending Bankruptcy Cases Attachment

Debtor	LH Aviation, LLC	Relationship to you	Affiliate
District	Southern District of Texas	When _____	Case number, if known _____
Debtor	Piping Components, Inc.	Relationship to you	Affiliate
District	Southern District of Texas	When _____	Case number, if known _____

LOCKWOOD HOLDINGS, INC.

CERTIFICATE OF RESOLUTIONS

At a meeting of the Board of Directors of Lockwood Holdings, Inc., a Texas corporation, (the “Company”) held on January 18, 2018, the following resolutions were consented to and duly adopted in accordance with the requirements of the Texas Business Organizations Code.

RESOLVED, that, in the good faith exercise of reasonable business judgment of the Board of Directors, it is desirable and in the best interests of the Company, its creditors, stockholders, and other interested parties that the Company shall be and hereby is authorized to file or cause to be filed a voluntary petition for relief under the provisions of chapter 11 of title 11 of the United States Code (the “Bankruptcy Code”). Counsel is authorized in its discretion, but not directed, to file such voluntary chapter 11 petition at the appropriate time;

RESOLVED, that the sole director and shareholder of the Company (“Authorized Signatory”), be and hereby is authorized, empowered, and directed, to execute, file, or cause to be filed, deliver and verify any and all voluntary petitions and amendments thereto under chapter 11 of the Bankruptcy Code (the “Chapter 11 Case”), to cause the same to be filed in a court of proper jurisdiction (the “Bankruptcy Court”), and to execute and file or cause to be filed with the Bankruptcy Court all petitions, schedules, lists and other motions, papers or documents, and to take any and all action that he deems necessary or proper to obtain necessary relief;

RESOLVED, that the Authorized Signatory be, and hereby is, authorized and directed to retain the law firm of Gray Reed & McGraw LLP (“Gray Reed”) as general bankruptcy counsel to represent and assist the Company in carrying out its duties under the Bankruptcy Code, and to take any and all actions to advance the Company’s rights and obligations; and in connection therewith, the Authorized Signatory, with power of delegation, is hereby authorized and directed to execute appropriate retention agreements, pay appropriate retainers, and cause to be filed an appropriate application for authority to retain the services of Gray Reed;

RESOLVED, that the engagement and retention by the Company effective June 2017 of the law firm of Spagnoletti & Co. (the “Spagnoletti Firm”) as special litigation counsel for the Company to assist with litigation matters of the Company is hereby ratified, confirmed and approved;

RESOLVED, that the Authorized Signatory be, and hereby is, authorized and directed to employ any other professionals to assist the Company in carrying out its

duties under the Bankruptcy Code; and in connection therewith, the Authorized Signatory, with power of delegation, is hereby authorized and directed to execute appropriate retention agreements, pay appropriate retainers and fees, and cause to be filed appropriate applications for authority to retain the services of any other professionals as necessary;

RESOLVED, that the Authorized Signatory, and any employees or agents (including counsel) designated by or directed by the Authorized Signatory (each such designee being an “Authorized Designee” and collectively being the “Authorized Designees” and, together with the Authorized Signatory, the “Authorized Persons”), be, and each hereby is, authorized, empowered and directed, to execute and file all petitions, schedules, motions, lists, applications, pleadings and other papers, and to take and perform any and all further acts and deeds which he or she deems necessary, proper or desirable in connection with the Chapter 11 Case, with a view to the successful prosecution of such case;

RESOLVED, that, in connection with the commencement of the Chapter 11 Case, the Authorized Signatory is authorized and directed to (a) borrow and/or receive funds from and undertake any and all related transactions contemplated thereby (collectively, the “Financing Transactions”) and the Authorized Signatory be, and hereby is, authorized, empowered, and directed to negotiate, execute, and deliver any and all agreements, instruments, or documents, including without limitation, the debtor-in-possession financing agreement, with any party, including existing lenders and sureties, on such terms as may be approved by the Authorized Signatory as reasonably necessary for the continuing conduct of affairs of the Company and (b) pay related fees and grant security interests in and liens on some, all, or substantially all of the Company’s assets, as may be deemed necessary by the Authorized Signatory, in connection with such borrowings;

RESOLVED, that, in connection with the commencement of the Chapter 11 Case, the Authorized Signatory is authorized and directed to seek approval of a cash collateral order in interim and final form (“Cash Collateral Order”) and the Authorized Signatory be, and hereby is, authorized, empowered, and directed to negotiate, execute, and deliver any and all agreements, instruments, or documents, by or on behalf of the Company, necessary to implement the Cash Collateral Order, as well as any additional or further agreements for the use of cash collateral in connection with the Company’s Chapter 11 Case, which agreement(s) may require the Company to grant liens to the Company’s existing lenders;

RESOLVED, that in addition to the specific authorizations previously conferred upon the Authorized Signatory, the Authorized Signatory (and his designees and delegates) be, and hereby is, authorized and empowered, in the name of and on behalf of the Company, to take or cause to be taken any and all such other and further action, and to execute, acknowledge and deliver any and all such agreements, certificates, instruments and other documents as may be necessary, advisable or desirable to fully carry out and accomplish the purposes of these Resolutions; and

RESOLVED, that any and all past actions heretofore taken by the Authorized Signatory in the name and on behalf of the Company in furtherance of any or all of the preceding Resolutions be, and the same hereby are, ratified, confirmed, and approved in all respects.

IN WITNESS WHEREOF, the undersigned, being the sole director of the Company, hereby certifies that the foregoing accurately reflects the resolutions adopted by the Board of Directors.

/s/ Michael F. Lockwood

Michael F. Lockwood

Sole Director

Fill in this information to identify the case:Debtor name Lockwood Holdings, Inc.United States Bankruptcy Court for the: SOUTHERN DISTRICT OF TEXAS

Case number (if known) _____

☐ Check if this is an amended filing

Official Form 202

Declaration Under Penalty of Perjury for Non-Individual Debtors

12/15

An individual who is authorized to act on behalf of a non-individual debtor, such as a corporation or partnership, must sign and submit this form for the schedules of assets and liabilities, any other document that requires a declaration that is not included in the document, and any amendments of those documents. This form must state the individual's position or relationship to the debtor, the identity of the document, and the date. Bankruptcy Rules 1008 and 9011.

WARNING -- Bankruptcy fraud is a serious crime. Making a false statement, concealing property, or obtaining money or property by fraud in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.

Declaration and signature

I am the president, another officer, or an authorized agent of the corporation; a member or an authorized agent of the partnership; or another individual serving as a representative of the debtor in this case.

I have examined the information in the documents checked below and I have a reasonable belief that the information is true and correct:

- ☐ *Schedule A/B: Assets—Real and Personal Property* (Official Form 206A/B)
- ☐ *Schedule D: Creditors Who Have Claims Secured by Property* (Official Form 206D)
- ☐ *Schedule E/F: Creditors Who Have Unsecured Claims* (Official Form 206E/F)
- ☐ *Schedule G: Executory Contracts and Unexpired Leases* (Official Form 206G)
- ☐ *Schedule H: Codebtors* (Official Form 206H)
- ☐ *Summary of Assets and Liabilities for Non-Individuals* (Official Form 206Sum)
- ☐ *Amended Schedule*
- ☐ *Chapter 11 or Chapter 9 Cases: List of Creditors Who Have the 20 Largest Unsecured Claims and Are Not Insiders* (Official Form 204)
- ☒ Other document that requires a declaration Petition

I declare under penalty of perjury that the foregoing is true and correct.

Executed on 01/18/2018**x** /s/ Michael F. Lockwood

Signature of individual signing on behalf of debtor

Michael F. Lockwood

Printed name

Chief Executive Officer

Position or relationship to debtor